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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

S&P/HAITI CORP.

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ARTICLES OF INCORPORATION

OF

S&P/HAITI CORP.

These Articles are in compliance with Chapter 607, F.S.

ARTICLE I

The name of this corporation shall be: S&P/HAITI CORP.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 300 RTE. DE DELMAS, PORTAU PRINCE, HAITI

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 100 shares having NO individual par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: PAUL SACK, 1106 NORMANDY DRIVE, MIAMI BEACH, FLORIDA 33141

ARTICLE VII

The initial board of Directors shall consist of a total of 6 person(s) and the name and address of the person(s) who are to serve as an initial director(s) is(are):

PRESIDENT

ASMA ERUILUS 300 RTE. DE DELMAS PORTAU PRINCE, HAITI

VICE PRES.

FROOD FLEURILUS 300 RTE. DE DELMAS PORTAU PRINCE, HAITI

VICE PRES.

RINDAL BERTRAND 300 RTE. DE DELMAS PORTAU PRINCE, HAITI

VICE PRES.

SINOLD ERUILUS 300 RTE. DE DELMAS PORTAU PRINCE, HAITI

TREASURER

BESIANE LEREUS 300 RTE. DE DELMAS PORTAU PRINCE, HAITI

SECRETARY

NOE ANTOINE 300 RTE. DE DELMAS PORTAU PRINCE, HAITI

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ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET #200
MIAMI, FLORIDA 33135

The undersigned has executed these Articles of Incorporation this 8TH day of MAY, 2000.

Ray Stormont
Incorporator

RAY STORMONT, President
Signing for
Empire Corporate Kit of America, Inc.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that S&P/HAITI CORP.

desiring to organize under the laws of the State of Florida

with its principal office, as indicated in the articles of incorporation has

named PAUL SACK

located at 1106 NORMANDY DRIVE

City of MIAMI BEACH County of DADE State of Florida

as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Paul Sack
Registered Agent

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